

**JONES DAY**

222 EAST 41ST STREET • NEW YORK, NEW YORK 10017-6702  
TELEPHONE: +1.212.326.3939 • FACSIMILE: +1.212.755.7306

Direct Number: (212) 326-3688  
apmcbride@jonesday.com

December 5, 2013

**VIA ECF & HAND DELIVERY**

Hon. Paul G. Gardephe  
United States District Court  
Southern District of New York  
40 Foley Square, Room 2204  
New York, New York 10007  
Phone: (212) 805-0224  
Fax: (212) 805-7986

Re: Wells Fargo Bank, N.A. v. Wales LLC et al., Case No. 13-06781 (PGG)(HP)

Dear Judge Gardephe:

We represent Interpleader Defendant Wales LLC in the above-captioned interpleader action. Pursuant to the Court's instruction at today's pre-motion conference, and together with Interpleader Defendant Assured Guaranty Municipal Corp., we submit copies of the following transactional documents that were submitted before and considered by Judge Sand in *Wells Fargo Bank, N.A. v. ESM Fund I, LP, et al.*, 785 F. Supp. 2d 188 (S.D.N.Y. 2011), *aff'd*, 504 F. App'x 38 (2d Cir. 2012):

1. The MARM 2006-OA2 Pooling and Servicing Agreement, dated as of October 1, 2006, and attached hereto as Exhibit 1;
2. The MARM 2006-OA2 Prospectus Supplement, dated November 14, 2006, and attached hereto as Exhibit 2; and
3. The MARM 2006-OA2 Financial Guaranty Insurance Policy, with Endorsement, issued on November 15, 2006, and attached hereto as Exhibit 3.

Please contact us with any questions, concerns, or further instructions.

Respectfully submitted,



Alex P. McBride

cc: All Counsel of Record (via ECF)